DECLARATION AND POWER OF ATTORNEY

As a below named inventor(s), I/We hereby declare that:

My residence, post office address and citizenship are as stated below next to my name,

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled:

METHOD AND SYSTEM FOR VENTURE CAPITALIST DISTRIBUTION OF STOCK

the specification of which (check one) is attached hereto	was filed on as Application Serial No. and amended on	(if applicable).				
was described and claimed filed on_ and amended under	* •	_				
I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.						
I acknowledge the duty to disclose all information I know to be material to patentability in accordance with Title 37, Code of Federal Regulation, § 1.56.						
I hereby claim priority benefits under Title 35, United States Code § 119 of any application(s) for patent or inventor's certificate listed below and have also identified below any application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed:						
Serial Number Coun	ntry Filing Date	Priority Claimed				
60/261,131 United	States January 11, 2000	<u>(Y/N)</u> N				

I hereby claim the benefit under Title 35, United States Code, § 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code § 112, I acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations, § 1.56(a) which occurred between the filing date of the prior application and the national or PCT international filing date of this application:

Serial Number

Filing Date

Status

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I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

And I hereby appoint:

all of the firm of Clifford Chance Rogers & Wells LLP, 200 Park Avenue, New York, New York 10166-0153, my attorney with full power of substitution and revocation, to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith.

Address all communications to:

Mitchell S. Feller, Esq. Clifford Chance Rogers & Wells LLP 200 Park Avenue, New York, NY 10166 (212) 878-8545

Wherefore I request that Letters Patent be granted to me for the invention or discovery described and claimed in the foregoing specification and claims, and I hereby subscribe my name to the foregoing specification and claims, declaration, power of attorney, and this petition.

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